

BOARD OF TRUSTEES
The MetroHealth System

Date: September 25, 2019

Time: 8:00 a.m.

Place: The MetroHealth System Board Room

Present: Ms. Dee, Mr. Hairston, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly, Mr. Moss, Dr. Silvers, Ms. Whiting

Staff: Dr. Boutros, Dr. Boulanger, Ms. Brown, Dr. Chehade, Mr. Jones, Ms. Kline, Mr. Nevel, Mr. Phillips, Ms. Platten, Mr. Stern, Ms. Wahl, Dr. Watts, Dr. Werner

Guests: Mr. Brian M. O'Neill, Chair, Board of Directors, The MetroHealth Foundation (via telephone)

MINUTES OF MEETING

The meeting was called to order by Dr. Silvers at 8:10 a.m.

(The minutes are written in a format conforming to the printed meeting agenda for the convenience of correlation, recognizing that some of the items were discussed out of sequence.)

1. Minutes

The Board approved the Minutes of the Regular Meeting of July 24, 2019. RESOLUTION 19313.

2. Consent Agenda

A. Audit and Compliance Committee - None

B. Community Engagement Committee - No Meeting

C. Diversity Committee - None

D. Executive Committee - None

E. Facilities and Space Committee

1. The Board unanimously approved the amendment of the agreement with Turner Construction Company to provide the Campus Transformation Project construction services and set the Guaranteed Maximum Price (GMP) for Phase C. The GMP for Phase C shall not exceed \$274,606,290 for a total amended agreement amount not to exceed \$479,372,080 to be paid out of capital funds previously approved through Board Resolution 19088. RESOLUTION 19314.
2. The Board unanimously approved the amendment of the agreement with Mitchell Planning Associates to provide additional exterior security design services for the Campus Transformation Project. The total fees for this additional work shall not exceed \$105,000, for a total amended fee amount not to exceed \$2,274,635 to be paid out of capital funds previously approved through Board Resolution 19088. RESOLUTION 19315.

3. The Board unanimously approved certain Pre-Authorized Owner's Representative/Project Management Services Providers for a period of up to three years. The list of Pre-Authorized Owner's Representative/Project Management Services Providers is shown in the attached Exhibit A. RESOLUTION 19316.

F. Finance Committee - No Meeting

G. Legal and Government Relations Committee

1. The Board unanimously approved certain core terms for a three-year Collective Bargaining Agreement between MetroHealth and Ohio Patrolmen's Benevolent Association for the purpose of finalizing negotiations and executing contract documents. The core terms are set forth in Attachment A. RESOLUTION 19317.

H. Nominating Committee - No Meeting

I. Patient Experience Committee - Canceled

J. Quality and Safety Committee - None

3. President and CEO's Report

Dr. Boutros began his report by recognizing three individuals that had made significant contributions and commitments to MetroHealth who have passed away in September 2019: Dr. Clyde (Les) Nash, former Chair of Orthopaedic Surgery for not quite a decade beginning 1991, passed away on September 13, 2019; Steven A. Minter, a mentor to Dr. Boutros and a 2018 recipient of The Cleveland Heritage Medal, passed away on September 19, 2019; and Dr. Mammen Puliyl, a Pediatric physician, passed away on September 18, 2019.

Several highlights from the September President's Report include: (1) MetroHealth's Outpatient Pavilion has become a food distribution center every third Tuesday of the month with the assistance from the Greater Cleveland Food Bank providing produce to patients and community members and has been so welcomed by the neighborhood that the program is expected to grow within the next few years to include other MetroHealth facilities; (2) recognizing JoAnn and Bob Glick for supporting The MetroHealth System with two gifts totaling \$500,000 to Students are Free to Express (SAFE) Project, an arts-based program to assist students under toxic stress along with the beginning of MetroHealth's Autism Assessment Clinic; (3) MetroHealth receiving approval to start an Addiction Medicine Fellowship Program to educate physicians to address the opioid crisis; (4) the Doc2Go program telehealth program now offering college students nationwide with high quality access to medical care with \$0 copay; (5) MetroHealth welcomed Congressman Bob Latta, member of the House Energy and Commerce Committee of Ohio's 9th Congressional District located in Northwest and North Central Ohio, to learn about Population Health and health care services to the uninsured and underinsured; (6) MetroHealth welcomed Paola DeMaria, State Superintendent of Schools, who toured and evaluated the Lincoln West School of Science and Health and, in conjunction with that visit, Eric Gordon, CEO of the Cleveland Metropolitan School District (CMSD), will be looking to expand the school-based health program to the entire CMSD region. Dr. Boutros was privileged to participate in three events: (1) the keynote speaker for the Hispanic Heritage Month Opening Ceremony at Cleveland City Hall on Friday, September 13, 2019; (2) interviewee at the Keynote Conversation: Compassion in Action Healthcare Conference in Boston, Massachusetts, on September 8-10, 2019, along with Laura Crooks, CEO at Yakima Children's Village in Washington, Dr. Peter Slavin, President of Massachusetts General Hospital, noting MetroHealth's Dr. Terry Stancin was The Schwartz Center 2018 National Compassionate Caregiver of the Year Award recipient; and (3) a panelist at the Crain's Health Care Summit held at Case Western Reserve University's Tinkham Veale University Center on August 29, 2019, along with five Northeast Ohio's CEO's from Summa Health, Cleveland Clinic, Sisters of Charity Health

System, Akron Children's Hospital, and University Hospitals discussing different areas of focus and their specific approach to Population Health and social determinants of health.

4. Nursing/Magnet Report - Melissa Kline, Chief Nursing Officer

Ms. Kline reported that 12 nurses graduated with their Master's of Science in Nursing degree from an onsite program at MetroHealth in partnership with Cleveland State University, noting that all the nurses achieved an advanced degree in the specialized areas of nursing but are not advanced practice nurses. The following three nurses were nominated for the March of Dimes Nurse of the Year awards and are invited to attend a ceremony on November 1, 2019, in Columbus: Dr. Wendy Sarver, Director of Nursing Research; Lisa Demore, a RN Nurse in Emergency Medicine at Cleveland Heights; and Kathleen Glaser, a RN Nurse and Staff Educator in Perioperative Services. Kelly Gallagher, Nurse Manager in Labor and Delivery, was nominated by The Greater Cleveland Organization for Nursing Leadership for the Aspiring Leader Award from the Ohio Organization for Nursing Leadership, the recipient to be announced at the Annual Conference in November. Other announcements included the Advanced Practice Provider Council of The MetroHealth System hosting the Annual Advanced Practice Pharmacology Update on October 11, 2019, and Ms. Kline participating as a keynote speaker at Chamberlain University's nursing graduation ceremony on September 13, 2019.

5. Medical Staff

A. Report of Medical Staff President - Dr. Sandra Werner

Dr. Werner began her report by thanking the Board members and senior leadership for participating in the Medical Staff meeting in August. The loss of Dr. Mammen Puliyeel was acknowledged as a respected pediatric hematologist and resident program director, noting she commended members of the Medical Staff, the House Staff, and Nursing Staff who went above and beyond to support their colleagues in assuming clinical duties and taking care of patients as well as their colleagues. Great Catch Safety Award recipients are Hannah Farver, a RN in Perioperative Services, for catching a wrong dosage on a PCA pump prescribed for a 12-year old female patient in the OR Recovery room and preventing a significant overdose, and two Anesthesia Department colleagues, Dr. Jessica Lovich-Sapola, soon to be President of the Medical Staff, and Dr. Quaratulain Samoon, for catching mislabeled Fresh Frozen Plasma by the blood bank in a massive transfusion cooler and prevented a serious reaction. At the request of Dr. Werner, Ms. Whiting made a motion and the Board unanimously approved the Medical Staff Appointments, Actions and Reappointments for September 2019, as well as the Medical Executive Committee Minutes of August 9, 2019.

Dr. Boutros recognized Dr. Brook Watts for attaining Professor of Medicine at Case Western Reserve University at a very young age.

B. Approval of Medical Staff Providers Appointments, Actions and Reappointments - May 2019

1. The Board unanimously approved the Medical Staff Providers Appointments, Actions and Reappointments for September 2019. RESOLUTION 19318.

C. Medical Executive Committee Minutes - August 9, 2019

D. Report of Case Western Reserve University (CWRU), School of Medicine - Dr. Patricia Thomas

There was no report from Case Western Reserve University School of Medicine in Dr. Thomas' absence.

6. Audit and Compliance Committee

A. Report of Committee Chairperson McDonald

Mr. McDonald reported the Committee met on September 11 and began with Cheryl Wahl presenting a comprehensive report on her enhancement of the Compliance program, noting expanding the risk assessment process and implementing several communication plans to include identifying, monitoring, analyzing, and correcting by department heads and expanding review of the program to include the Department of Justice and KPMG, MetroHealth's Internal Auditor. Communication plans implemented include: Ms. Wahl writing an internal article on becoming the World's Most Ethical Company which she has performed in the past and is striving to do at MetroHealth; a Community Blog located on the metrohealth.org website under Transforming Our Community; Did you know series internally informing staff at MetroHealth what is happening within the Compliance Department; and the Transformation Book Club which a leader each month will select and present a book as a topic for discussion in a casual setting, noting Dr. Brook Watts was the first leader to present a book on August 20, 2019.

The compliance program has been enhanced to include the following four goals: measuring effectiveness using data to include creating a dashboard for board reporting and creating trend HIPAA correction actions; improving physician coding accuracy with a goal of reducing errors by 3%; measuring effectiveness using data ethics and compliance reports; and securing the use of the MetroHealth Ethics Line (MEL) by staff to report issues. The 2019 Ethics and Compliance Work Plan reported the following seven items that are to be completed as scheduled: oversight, documentation and coding, billing and reimbursement, financial incentives, patient safety and quality, privacy and security, and pharmacy. The Internal Auditors gave a 2019 update in the third quarter which included financial reporting, governance, the status of the Internal Audit Plan, and integrated risk assessment and planning; accomplishments in the third quarter included continuous auditing and analytics of leveraged data from key applications for auditing and risk analysis, integrated assurance of coordination and collaboration between Internal Audit and Ethics and Compliance, communicating with management concerning the updates, and improving the financial reporting governance to include consolidated certification reviews in compliance with Sarbanes-Oxley Act of 2002. The Internal Audit Plan is on track to comply with the planned audit status and the 2020 plan is complete and will be implemented.

Ms. Wahl reported that David Fiser gave a cybersecurity update and reviewed the results of monthly phishing tests that were implemented to include training and corrective action. RSM reported a review of construction costs and the Guaranteed Maximum Price from Turner which included identifying potential adjustments and making adjustments to invoices.

B. Non-Consent Agenda

1. Action Items - None
2. Information Items
 - a. 2019 External Audit Plan
 - b. Transformation Project Construction Cost Review
 - c. 2019 Compliance Update
 - d. 2019 Internal Audit Update
 - e. Cyber Security & IT Update

7. Community Engagement Committee - No Meeting

8. Diversity Committee

A. Report of Committee Chairperson Anderson

While Ms. Anderson was attempting to conference into the meeting, Ms. Whiting reported that the Campus Transformation update was given with respect to the MBE and FBE local spend, noting additional opportunities will be given for inclusion and diversity with respect to work force and construction companies as progress moves to the interior of the building. Numbers will be increasing as minorities are included in the interior trades such as installing dry wall and HVAC as opposed to steel framing of the building. Procurement officers are meeting their challenges as they expand their reach to include businesses in the local community for employment.

Alan Nevel, Senior Vice President and Chief Diversity and Human Resource Officer, and Domonique Allds, Director of Provider Recruitment and Network Development, have formed a group to develop an overall strategy for diverse provider recruitment which include physicians, dentists, and residents and also includes areas of development and retention, the first meeting being scheduled for October 1, 2019. Mr. Nevel also reported a recruiting visit with three residents, of whom two are third year and one second year, to Meharry Medical College, in Nashville, Tennessee, and returned to MetroHealth with approximately 30 names of diverse provider candidates who are focused primarily on Internal Medicine, Med Peds, and Primary Care. Two events were attended locally at CWRU, one being a speed mentoring event focusing on residents who could meet a number of diverse providers to develop relationships and the second being a Lunch-n-Learn session with two diverse student affinity groups on campus to share MetroHealth's story and who showed an interest in getting involved with our high school students.

Dr. Boutros reported that Justin Gallo, Vice President of Supply Chain, started at MetroHealth on September 16, 2019 and will be responsible for inclusion and diversity; Mr. Gallo recently served as head of international supply chain management at the Cleveland Clinic Health System. Early discussions concerning provider recruitment through MetroHealth operations between Drs. Boutros and Boulanger have been centered around developing and supporting a loan forgiveness program for one or two minority students specifically interested in Internal Medicine or one of the needed primary care specialties.

B. Non-Consent Agenda

1. Action Items - None
2. Information Items
 - a. Campus Transformation Update
 - b. Planning, Design & Construction Update
 - c. Facilities Update
 - d. Procurement Update
 - e. Provider Recruiting Update
 - f. Employee Business Resource Group Updates

9. Executive Committee - No Report

10. Facilities and Space Committee

A. Report of Committee Chairperson Monnolly

Mr. Monnolly began the Facilities report noting that normal power outages have been occurring; MetroHealth had to shut down its system and run on generators due to First Energy's 10,000 volt insulator failure. Report on the Transformation began with 300 caissons being already installed with only 18 left to finish as of Monday, September 23,

2019. The tower crane installed on the Main Campus is approximately the height of the new hospital being constructed. Erection of steel on the Central Utilities Plant (CUP) is rapidly moving along; the concrete stair tower for Tower A and Tower C of the hospital are beginning and the forming and pouring cement for the main elevators in Core B has begun. Mr. Monnolly acknowledged a colleague and Marvin Daniels for their efforts in crunching numbers in conjunction with setting the Guaranteed Maximum Price (GMP) for Phase C resolution of the Campus Transformation approved in the Consent Agenda which led to being just under budget and on schedule with an additional 125 items to be reviewed in the future for additional savings.

B. Non-Consent Agenda

1. Action Items - None
2. Information Items
 - a. Facilities Management Update
 - b. Campus Transformation Update

11. Finance Committee - No Meeting

12. Legal and Government Relations Committee

A. Report of Committee Chairperson Whiting

Ms. Whiting stated that the Committee met on September 11, 2019 and began with a recommendation to approve a Collective Bargaining Agreement with the Ohio Patrolmen's Benevolent Association to include significant terms and conditions of change noted on the Attachment A; she also recognized that the quality of the force has increased over time and hearing people state that MetroHealth's Public Safety Protective Services to be one of the best non-city police forces in the region. The Government Relations update was given by Tracy Carter in Executive Session which included a detailed review of the federal and state priorities such as Medicare, prescription legislation, and legislation being proposed that would not only benefit MetroHealth but also rural hospitals. Laura McBride provided an update on risk management in Executive Session which included a claims review and discussion surrounding the current insurance market conditions.

B. Non-Consent Agenda

1. Action Items - None
2. Information Items
 - a. Government Relations Update
 - b. Risk Management Report Update
 - c. Update on Recent Changes to Chapter 339

13. Nominating Committee - No Meeting

14. Patient Experience Committee - Canceled - Now Combined with Quality and Safety

15. Quality and Safety Committee

A. Report of Committee Chairperson Silvers

Dr. Silvers stated the Committee met on August 28, 2019 and covered four basic areas: (1) review of four different projects that was an educational process for Board members which included major activities in planning for next year concerning identifying and addressing potential problems with failures and the effects within the System before an adverse event occurs; (2) review of performance at current time and year-to-date of eight components of System goals and finding progress against certain quality goals with consideration that some goals are aggressive in terms of difficulty in performance;

(3) review of three activities with measures defined by the Centers for Medicare & Medicaid Services (CMS) that challenge MetroHealth due to the demographics of our population and social determinants of health which covers Value Based Purchasing (VBP), the Hospital Readmission Reduction Program (HRRP), and Hospital Acquired Conditions (HAC); and (4) and review of the Likelihood to Recommend for Patient Experience System Goal in which the population tends to rate lower but reported MetroHealth is performing at Target for the stretch goal. Performance in each of VBP, HRRP, and HAC has been significantly reduced with penalties in 2020 being 0.00004% for VBP, 0.2% for HRRP, and none for HAC. Dr. Silvers congratulated the MetroHealth staff on their performance with respect to meeting these goals and closing the gap on reducing the penalties in 2020 and clearly a measurement of how MetroHealth takes care of its patients.

Dr. Boutros reported that MetroHealth has met its lowest infection rate not only in the history of the organization but in the state of Ohio as well with respect to Catheter Associated Urinary Tract Infections (CAUTI), Dr. Watts adding that MetroHealth is also doing well with C. Diff.

B. Non-Consent Agenda

1. Action Items - None
2. Information Items
 - a. Failure Mode Effect Analysis Selection
 - b. System Goals Performance
 - c. CMS Payment Programs
 - d. Patient Experience System Goal Performance
 - e. Patient Experience Regulatory Reporting Programs

16. Foundation and System Philanthropy Report - Kate Brown - President, The MetroHealth Foundation and MHS Chief Development Officer

Ms. Brown reported that great progress is being made concerning the MetroHealth's For All of Us \$100 million campaign, noting approximately \$8.2 million has been committed to capital and \$39.1 million committed to program and endowment. Other donors and prospects new to MetroHealth are looking to make transformational commitments in the third and fourth quarters of 2019 which should lead MetroHealth to attaining a goal of \$50 million by the end of 2019; Dr. Boutros and Ms. Brown are scheduled to meet with a business leader in mid-October in making a significant transformational campaign gift to our hospital. The MetroHealth Foundation and its Board of Directors are mourning the loss of Dwight M. Allgood, Jr., who had served on the Board for 35 years, was a former Chair of the Foundation, was the inspiration behind and founding Chair of the Foundation's Governance Committee and had never wavered in his support for MetroHealth. On November 4, 2019, Crain's will publish an article authored by Mr. Brian O'Neill, the Foundation's Board Chair, that will discuss the role of donor advised funds to also be included as part of MetroHealth's estate planning session. Two invitations for events being sent are: (1) Dr. Boulanger and Dr. Chae will lead discussions with Dr. P. Hunter Peckham and Dr. Al Connors focused on MetroHealth's academic mission and research education concerning Population Health on October 23, 2019; and (2) a thank you to Mr. O'Neill, Dr. Boutros and Craig Richmond for making arrangements with the Bernstein Group, a major investor in our bond financing concerning social investments, to host a discussion for their clients at their offices in Cleveland involving Dr. Boutros and Eric Glass, Portfolio Manager of their Municipal Investment Policy Group, on November 4, 2019.

Mr. O'Neill added that he and Ms. Brown had visited the Urban Community School campus in early September to view the progress of its construction and came away from visit with great fundraising opportunities. A meeting was held with Mr. O'Neill, Ms. Brown, and Dr. Jeffrey Claridge, the Service Line Medical Administrator for Trauma Surgery, to discuss questions that arise concerning the trauma unit when Foundation members meet with donors and Dr. Claridge

compiled statistical information and results to be taken back to the Foundation Board to better position members to answer questions regarding the MetroHealth story with possible donors. Three new board members approved at the Foundation's Executive Committee meeting to be accepted after voting are: Miguel de Gracia, Chief Executive Officer of Root Candles; Andy Jones, Chief Executive Officer of MCPc; and Ricardo León, Executive Director of the Metro West Community Development Organization.

A motion was unanimously passed by roll call vote to go into Executive Session (9:15 a.m.) to discuss personnel, matters required by law to be kept confidential and trade secrets.

Following the Executive Session, the meeting reconvened in open session at approximately 9:50 a.m.

17. Other Board Items

- A. Reaffirmation of Commitment to Maintain a Level I Adult and Level II Pediatric Trauma Center at MetroHealth Medical Center

The Chair noted that the Chief Legal Officer provided information concerning a recommendation for the approval of the purchase of an excess liability insurance policy. There being no further questions, the Board unanimously reaffirmed its commitment to maintain a Level I Adult and Level II Pediatric Trauma Center at MetroHealth Medical Center according to the published standards and guidelines of the American College of Surgeons. RESOLUTION 19319.

The meeting adjourned at approximately 10:05 a.m.

NEXT MEETING: October 23, 2019 (WEDNESDAY) - 8:00 a.m.

The MetroHealth System

Respectfully submitted,

Vanessa Whiting, Chairperson

Akram Boutros, M.D., FACHE
President and Chief Executive Officer